

The Honorable Marsha J. Pechman

UNITED STATES DISTRICT COURT
WESTERN DISTRICT OF WASHINGTON
AT SEATTLE

RRW LEGACY MANAGEMENT GROUP,
INC., a Washington corporation,

Plaintiff,

v.

CAMPBELL WALKER, an individual,

Defendant.

No. 2:14-cv-00326-MJP

**DECLARATION OF
CAMPBELL M. WALKER IN
SUPPORT OF DEFENDANT'S
MOTION FOR SUMMARY
JUDGMENT**

I, Campbell McVay Walker, declare as follows:

1. I am an individual, and I presently am a citizen of Ireland, residing in Dublin.

2. My father, Robert Randolph Walker, died on February 28, 2013, in Dublin, at the age of 82. He is survived by my mother, Victoria R. Walker. Both my father and my mother originally were from the Pacific Northwest, where my father succeeded to a variety of longstanding family business interests in the area. My father relinquished his United States citizenship in 1998 and became an Irish citizen in 2005. I relinquished my United States citizenship and became an Irish citizen in 2005.

3. During his lifetime, my father conducted a substantial portion of his business affairs through Campbell Investment Company ("CIC"), a Washington corporation established by his predecessors in 1929.

1 4. 1992, as part of his estate planning efforts, he formed an entity known as Argyll
2 Limited Partnership (“Argyll”). Argyll is a limited partnership formed under Washington law. A
3 true and correct copy of the currently-operative Agreement of Limited Partnership of Argyll
4 Limited Partnership (the “Partnership Agreement”) is attached to this Declaration as Exhibit A.
5 Through a series of contribution and redemption transactions, Argyll came to hold, and presently
6 holds, eighty-nine percent of the outstanding equity in CIC.

7 5. At the time Argyll was formed, my father was appointed general partner, and came
8 to hold a twenty-five percent interest in Argyll, five percent of which was allocable to his role as
9 general partner. The remaining interests were divided equally (fifteen percent each) between me
10 and my four siblings – Victoria Walker Counsell, Cody C. Walker, Antoinette R. Walker and
11 Robert Angus Walker – each of whom were limited partners. In 1999, my father appointed me to
12 succeed him as general partner (pursuant to authority granted him in the Partnership Agreement)
13 and assigned to me the five percent interest allocable to the general partner. At that time, my
14 father’s remaining twenty percent interest in Argyll was distributed equally between me and my
15 four siblings. As a result of these transactions, I held, and continue to hold, a total of twenty-four
16 percent of Argyll’s outstanding equity (with five percent allocable to my status as general
17 partner), and each of my siblings – Victoria Walker Counsell, Cody C. Walker, Antoinette R.
18 Walker and Robert Angus Walker – held, and continues to hold, nineteen percent, as a limited
19 partner.

20 6. From the time I became responsible for Argyll’s operations as general partner, I
21 have managed that entity’s affairs and supervised its interest in CIC in good faith and with the
22 best interests of my family members in mind. It was also my father’s express intention that I
23 succeed him as the officer in control of CIC with responsibility for the management of its
24 business affairs. Consequently, I have served as CIC’s President since 1999, and have been
25 compensated for those services.

26 7. In late January of 2014, I received a copy of the document attached to this
27 Declaration as Exhibit B. It is titled “Action by Written Consent,” and purports to reflect a
DECLARATION OF CAMPBELL MCVAY WALKER

1 determination made by my sisters Antoinette and Victoria, and by my brother Robert Angus, as
2 the holders of a majority of the interests in Argyll, to remove me as Argyll's general partner for
3 "cause." The document nowhere describes the "cause" upon which the "Action by Written
4 Consent" is based. I had been given absolutely no indication by anyone that this step had been
5 planned and it took me entirely by surprise.

6 8. At the same time, I received a copy of the document attached to this Declaration as
7 Exhibit C. It also is titled "Action by Written Consent," and purports to reflect a determination by
8 the holders of "Sixty Percent or More of the Limited Partnership Interests" in Argyll to appoint an
9 entity known as RRW Legacy Management Group, Inc. ("LMG") as the new, successor general
10 partner of Argyll. I had never heard of LMG before receiving this document, though it now
11 appears that LMG is an entity created for this purpose and owned by my sister Antoinette, who its
12 principal officer.

13 9. A few days later, I received a copy of the document attached to this Declaration as
14 Exhibit D. It is a letter, dated January 24, 2014, written on Argyll letterhead, to the limited
15 partners and "former General Partner" of Argyll, announcing that I had been removed as Argyll's
16 general partner and that LMG had succeeded me. According to the letter, I am "no longer
17 authorized in any capacity to speak or act" for Argyll.

18 10. On February 4, 2014, I delivered a copy of the letter attached as Exhibit E to LMG
19 (care of my sister Antoinette) by email and overnight mail. Among other things, the letter
20 includes a specific demand under Washington law for information relating to the "cause" behind
21 my purported removal.

22 11. As part of the exchanges surrounding these events, I offered to travel to Seattle in
23 the hope that my siblings and I might talk these matters through and arrive at some sort of mutual
24 resolution. Antoinette responded that she thought it might be useful for me to do so.
25 Accordingly, on the evening of February 6, 2014, I flew from Phoenix, Arizona (where I had been
26 visiting our mother) to Seattle, with the intention of meeting my siblings the following morning.

27 When I arrived at the airport, however, I was greeted, not by my siblings, but by a pair of women

1 who attempted, without success, to give me a manila envelope in the baggage claim area. I did
2 not understand it at the time, but I learned soon after that this almost certainly was an attempt to
3 serve me with a lawsuit of some sort (it turns out to have been this one), and that the entire
4 charade of my traveling to Seattle to discuss all of this with my siblings had been nothing more
5 than a trick intended to expose me to service.

6 12. I am told that, at a meeting held on February 7, 2014, Argyll, acting with LMG as
7 its purported general partner, voted its shares in CIC to remove both me and my brother, Cody C.
8 Walker, as directors of CIC and to terminate my employment as CIC's President. I understand
9 that LMG has voted to appoint Antoinette as CIC's new President.

10 13. At no point has anyone raised with me in any way a purchase of my partnership
11 interests in Argyll.

12 14. I am aware of no conduct on my part that would constitute "cause" for my removal
13 as Argyll's general partner under the Partnership Agreement. I repeatedly have asked LMG and
14 my siblings to explain to me what they consider the "cause" to be. I have done this both
15 informally, in the series of exchanges following my purported removal, and formally, through my
16 letter of February 4 (Exhibit E). I have directed my counsel to raise the question with LMG's
17 counsel, which they have done both in correspondence and directly at a meeting held on March
18 10, 2014. LMG and my siblings have flatly refused to respond to my inquiries, and I understand
19 that LMG's counsel reported that she had not been authorized to discuss the question of "cause"
20 at the meeting held on March 10. I have no better idea today what the "cause" for my removal
21 was than I had on the day I first received the "Action by Written Consent" – which is to say, no
22 idea at all.

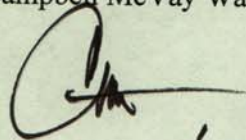
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I declare under penalty of perjury under the laws of the United States that the foregoing is true and correct.

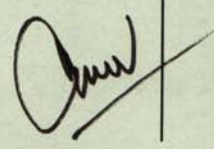
DATED this 19th day of March, 2014 at Dublin, Ireland.

/s/ Campbell McVay Walker
Campbell McVay Walker

 , 19 MAR 2014

CAMPBELL MCVAY WALKER

DECLARATION OF CAMPBELL MCVAY WALKER
(2:14-cv-00326-RSM) – 5



CERTIFICATE OF SERVICE

I hereby certify that on this day, I electronically filed the foregoing document with the Clerk of the Court using the CM/ECF system which will send notification of such filing to the following:

Malaika M. Eaton
McNaul Ebel Nawrot & Helgren PLLC
600 University Street, Suite 2700
Seattle, WA 98101-3143
Email: meaton@mcnaul.com
Attorneys for Plaintiff

DATED this 31st day of March, 2014.

By: s/Keith S. Morton
Keith S. Morton